

This document is an unofficial translation of the Japanese original version of Notice of Convocation of the 108th Ordinary General Meeting of Shareholders, and is provided for reference purposes only. In the event of any discrepancy between this document and the Japanese original version, the original version shall prevail.

Securities code: 4008
June 4, 2021

To our shareholders:

346-1 Miyanishi, Harima-cho, Kako-gun, Hyogo Prefecture, Japan

Sumitomo Seika Chemicals
Company, Limited.

OGAWA Ikuzo,
President

Notice of Convocation of the 108th Ordinary General Meeting of Shareholders

We are pleased to advise you that the 108th ordinary general meeting of shareholders of the Company is going to be held as follows. In addition, as for the general meeting of shareholders this year, to prevent the spread of the COVID-19 infection, we sincerely request that you refrain from attending the meeting on the date of the meeting as much as possible. We therefore recommend that you exercise your voting rights by mail or via the internet by following the guidance set out on page 2, Thank you very much for your cooperation.

1. Date and time:	10:00 a.m., Friday, June 25, 2021 (to be opened at 9:30 a.m.)
2. Place:	Main conference room, 11th floor of the Sumitomo Building, 4-5-33 Kitahama, Chuo-ku, Osaka City, Japan
3. Subject matter/Matters to be reported:	<p>(1) 108th fiscal term (from April 1, 2020, to March 31, 2021): Business report, consolidated financial statements, and the report on the results of the audit of the consolidated financial statements by the Accounting Auditors and the Board of Auditors</p> <p>(2) 108th fiscal term (from April 1, 2020, to March 31, 2021): Report on the non-consolidated financial statements</p>
Proposals to be resolved:	
1st Proposal:	Partial Revision to the Articles of Incorporation
2nd Proposal:	Election of Eight Directors (Excluding Directors (Audit and Supervisory Committee Members))
3rd Proposal:	Election of Four Directors (Audit and Supervisory Committee Members)
4th Proposal:	Setting of the Amounts of Remuneration for Directors (Excluding Directors (Audit and Supervisory Committee Members))
5th Proposal:	Setting of the Amounts of Remuneration for Directors (Audit and Supervisory Committee Members)

Guidance about how to exercise voting rights

» When attending the general meeting of shareholders:



Date and
time of the
meeting

10:00 a.m., Friday, June 25, 2021

Please submit the voting form to the reception desk. (Affixing a seal is not required.) In addition, please note that a proxy, accompanying person, or any other person who is not a shareholder or any person other than a voting shareholder is not allowed to enter (except for a person accompanying a physically challenged person).



» When exercising voting rights in writing:

Deadline for
exercise

The voting form needs to arrive not later than 5:00 p.m., Thursday, June 24, 2021.

Please indicate your vote for or against the proposals on the enclosed voting form and send it back so that it will reach the shareholder registry administrator of the Company by the deadline.



» When exercising voting rights through the Internet:

Deadline for
exercise

Indication of your vote needs to be submitted not later than 5:00 p.m., Thursday, June 24, 2021.

Please access the site for exercising voting rights (<https://www.web54.net>) and, by using the voting code and the password indicated on the lower left side of the back of the enclosed voting form, register the indication of your vote for or against the proposals by the deadline according to the guidance on the screen.

In exercising voting rights, please note the following matters in advance:

- When a voting right has been exercised through the Internet multiple times (including the exercise of voting rights via a personal computer and a smartphone in an overlapping manner), the last exercise shall be treated as the effective exercise of the voting right.
- When the exercise of voting rights by mail and the exercise of voting rights through the Internet overlap each other, the exercise through the Internet shall be treated as the effective exercise of voting rights.
- When using the site for exercising voting rights, connecting fees payable to a provider and communication fees payable to a telecommunications carrier shall be borne by the shareholder.

*Please be noted that some of descriptions on voting methods, documents, reminders in attending the meeting and other descriptions, which are not applicable to residents out of Japan, are omitted.

Use of Electronic Voting Platforms (for Institutional Investors)

As for nominee shareholders, such as trust banks, specialized in managing properties (including standing proxies), when having applied in advance for the use of electronic voting platforms operated by a joint venture company (ICJ, Inc.) that was established by Tokyo Stock Exchange, Inc., as a means to electromagnetically exercise voting rights at the general meeting of shareholders of the Company, in addition to the above-mentioned exercise of voting rights through the Internet, the said platforms may be used.

Reference documents for the general meeting of shareholders

1st Proposal: Partial Revision to the Articles of Incorporation

(1) Reason for the proposal

To not only further strengthen the audit/supervision functions of the Board of Directors and further upgrade corporate governance but also enhance the fairness, transparency, and efficiency of business management by prompt decision-making and execution of business through the delegation of authority, we wish to change the Company to a company with an audit and supervisory committee and hereby newly establish the provisions for the Audit and Supervisory Member and the Audit and Supervisory Committee thereof and delete the provisions for Auditors and the Board of Auditors as follows.

In addition, revisions to the Articles of Incorporation in this proposal shall become effective at the conclusion of this general meeting of shareholders.

(2) Contents of the changes

The contents of the changes are as follows:

(Underlined portions represent revisions.)

Current Articles of Incorporation	Proposed Revision
Chapter 1 General Rules	Chapter 1 General Rules
Articles 1 to 3 (Provisions omitted)	Articles 1 to 3 (Same as at present)
(Organ) Article 4 The Company shall have the Board of Directors, <u>Auditors, the Board of Auditors</u> and Accounting Auditors.	(Organ) Article 4 The Company shall have the Board of Directors, <u>the Audit and Supervisory Committee</u> , and Accounting Auditors.
Articles 5 to 15 (Provisions omitted)	Articles 5 to 15 (Same as at present)
Chapter 4 Directors and the Board of Directors	Chapter 4 Directors and the Board of Directors
(Number of Directors) Article 16 The total number of Directors of the Company shall be not more than <u>17</u> .	(Number of Directors) Article 16 The total number of Directors of the Company shall be not more than <u>10 (excluding Directors (Audit and Supervisory Committee Members))</u> .
(Newly added)	<u>(ii) The total number of Directors (Audit and Supervisory Committee Members) of the Company shall be not more than five.</u>
(Election of Directors) Article 17 Directors shall be elected at the general meeting of shareholders by a majority vote of the shareholders present who have not less than one-third of the voting rights of voting shareholders.	(Election of Directors) Article 17 Directors shall, <u>classified into the Directors (Audit and Supervisory Committee Members) and other Directors</u> , be elected at the general meeting of shareholders by a majority vote of the shareholders present who have not less than one-third of the voting rights of voting shareholders.
(ii) (Provisions omitted)	(ii) (Same as at present)
(Term of Office of Directors) Article 18 The term of office of Directors shall continue until the conclusion of the <u>ordinary</u> general meeting of shareholders for the last business year that ends within one year from the time of their election.	(Term of Office of Directors) Article 18 The term of office of Directors (<u>excluding Directors (Audit and Supervisory Committee Members)</u>) shall continue until the conclusion of the <u>ordinary</u> general meeting of shareholders for the last business year that ends within one year from the time of their election.
(Newly added)	<u>(ii) The term of office of Directors (Audit and Supervisory Committee Members) shall continue until the conclusion of the ordinary general meeting of shareholders for the last business year that ends within two years from the time of their election.</u>

Current Articles of Incorporation	Proposed Revision
(Newly added)	<u>(iii) The term of office of a Director (Audit and Supervisory Committee Member) elected as a substitute for a Director, having been an Audit and Supervisory Committee Member who had retired prior to the expiry of the term of office, shall be until the expiry of the term of office of such retired Director (Audit and Supervisory Committee Member).</u>
(Board of Directors) Article 19 A notice of the convocation of the Board of Directors shall be issued to each Director <u>and Auditor</u> not later than three days prior to the date of the meeting. Provided, however, that the above term may be shortened in an emergency.	(Board of Directors) Article 19 A notice of the convocation of the Board of Directors shall be issued to each Director not later than three days prior to the date of the meeting. Provided, however, that the above term may be shortened in an emergency.
(ii) When a Director has made a proposal regarding any matter that is the purpose of a resolution of the Board of Directors, provided that all the Directors entitled to participate in the vote of such matter have expressed their agreement to such proposal in writing or in the form of electromagnetic records and that <u>no Auditors make any objection</u> , the Company shall deem that a resolution of the Board of Directors to approve the said proposal has been adopted.	(ii) When a Director has made a proposal regarding any matter that is the purpose of a resolution of the Board of Directors, provided that all the Directors entitled to participate in the vote of such matter have expressed their agreement to such proposal in writing or in the form of electromagnetic records, the Company shall deem that a resolution of the Board of Directors to approve the said proposal has been adopted.
(iii) (Provisions omitted)	(iii) (Same as at present)
(Newly added)	<u>(Delegation of an important decision on the execution of business)</u> <u>Article 20 The Board of Directors of the Company may, according to the provisions of Paragraph 6 of Article 399-13 of the Companies Act, delegate to a Director all or a part of an important decision on the execution of business (excluding the matters set forth in each item of Paragraph 5 of the said article) based on its resolution.</u>
(Representative Director and Directors Who Hold Responsible Posts) Article <u>20</u> The Board of Directors shall elect a certain number of Representative Directors out of the Directors.	(Representative Director and Directors Who Hold Responsible Posts) Article <u>21</u> The Board of Directors shall elect a certain number of Representative Directors out of the Directors <u>(excluding Directors (Audit and Supervisory Committee Members))</u> .
(ii) (Provisions omitted)	(ii) (Same as at present)
Article <u>21</u> (Provisions omitted)	Article <u>22</u> (Same as at present)
Chapter 5 <u>Auditors and the Board of Auditors</u>	Chapter 5 <u>Audit and Supervisory Committee</u>
(Number of Auditors) <u>Article 22 The total number of Auditors of the Company shall be not more than five.</u>	(Deleted)
(Election of Auditors) <u>Article 23 Auditors shall be elected at the general meeting of shareholders by a majority vote of the shareholders present who have not less than one-third of the voting rights of voting shareholders.</u>	(Deleted)
(Term of Office of Auditors) <u>Article 24 The term of office of Auditors shall continue until the conclusion of the ordinary general meeting of shareholders for the last business year that ends within four years from the time of their election.</u>	(Deleted)
(ii) <u>The effective term of a resolution to elect a substitute Auditor shall be until the commencement of the ordinary general meeting of shareholders for the last business year that ends within four years from the time of such resolution.</u>	
(iii) <u>The term of office of the Auditor elected as a substitute shall be until the time when the term of office of the predecessor expires.</u>	
(Board of Auditors) <u>Article 25 A notice of the convocation of the Board of Auditors shall be issued to each Auditor not later than three days prior to the date of the meeting. Provided, however, that the above term may be shortened in an emergency.</u>	(Deleted)
(ii) <u>Matters relating to the operation of the Board of Auditors and so forth shall be subject to the Rules concerning the Board of Auditors established by the Board of Auditors.</u>	

Current Articles of Incorporation	Proposed Revision
<p><u>(Full-time Auditors and Permanent Auditors)</u> <u>Article 26 The Board of Auditors shall elect Full-time Auditor out of the Auditors.</u> (ii) <u>The Board of Auditors shall elect a Standing Auditor out of the Auditors.</u></p>	<p>(Deleted)</p>
<p><u>(Liability for Damages of Auditors)</u> <u>Article 27 In accordance with the provisions of Paragraph 1 of Article 427 of the Companies Act, the Company may conclude a contract with its Auditors that limits the liability for damages of Auditors to the Company. Provided, however, that the amount of limit of liability under such contract shall be the amount specified by law.</u></p>	<p>(Deleted)</p>
<p>(Newly added)</p>	<p><u>(Audit and Supervisory Committee)</u> <u>Article 23 A notice of the convocation of the Audit and Supervisory Committee shall be issued to each member of the Audit and Supervisory Committee not later than three days prior to the date of the meeting. Provided, however, that the above term may be shortened in an emergency.</u> (ii) <u>Matters relating to the operation of the Audit and Supervisory Committee and so forth shall be subject to the Rules concerning the Audit and Supervisory Committee established by the Audit and Supervisory Committee.</u></p>
<p>(Newly added)</p>	<p><u>(Full-time Audit and Supervisory Committee Member)</u> <u>Article 24 The Audit and Supervisory Committee may elect a Full-time Audit and Supervisory Committee Member out of the Audit and Supervisory Committee Members.</u></p>
<p>Chapter 6 Accounting</p> <p>Articles <u>28</u> to <u>31</u></p> <p>(Provisions omitted)</p>	<p>Chapter 6 Accounting</p> <p>Articles <u>25</u> to <u>28</u></p> <p>(Same as at present)</p>

2nd Proposal:

Election of Eight Directors (Excluding Directors (Audit and Supervisory Committee Members))

When the 1st Proposal, “Partial Revision to the Articles of Incorporation,” has been approved as drafted, the Company shall be changed to a company with an audit and supervisory committee, and then the terms of office of all the Directors (10 Directors) shall expire at the conclusion of this general meeting of shareholders. Under such circumstances, we would like to hereby propose the election of eight Directors (excluding Directors (Audit and Supervisory Committee Members)); the same shall apply hereinafter in this proposal.

In addition, the resolution of this proposal shall become effective on the condition that the revisions to the Articles of Incorporation concerning the 1st Proposal, “Partial Revision to the Articles of Incorporation,” take effect.

Candidates for Director are as follows:

Candidate number	Name		Current post and duties in the Company	Board of Directors attendance (%)
1	OGAWA Ikuzo	Reappointed	Representative Director, President & CEO	13 times out of 13 times (100%)
2	HAMATANI Kazuhiro	Reappointed	Director, Managing Executive Officer, Chief of General Affairs and Personnel, Legal, Internal Audit, and Physical Distribution and Procurement, General Manager of General Affairs and Personnel Office	13 times out of 13 times (100%)
3	MURAKOSHI Masaru	Reappointed	Director, Managing Executive Officer, Chief of the Gases Sector, General Manager of Gases Division	13 times out of 13 times (100%)
4	MIYAMOTO Tetsuya	Reappointed	Director, Managing Executive Officer, Chief of Functional Chemicals Sector	13 times out of 13 times (100%)
5	TOYA Takehiro	Reappointed	Director, Managing Executive Officer, Chief of Super Absorbent Polymers Sector	10 times out of 10 times (100%)
6	MACHIDA Kenichiro	Reappointed	Director, Executive Officer, Chief of Corporate Planning and Accounting, Information Systems and Business Reform Promotion, General Manager of Corporate Planning and Accounting Office	13 times out of 13 times (100%)
7	SHIGEMORI Takashi	Newly-appointed	—	—
8	KATSUKI Yasumi	Reappointed	External Director	13 times out of 13 times (100%)

Candidate
number

1

OGAWA Ikuzo

Date of birth: February 5, 1957

Reapp
ointed



Number of shares of the
Company owned:
7,700 shares

Career summary, post, duties and significant concurrent post status

April 1981	Joined Sumitomo Chemical Industry Company, Limited.	April 2016	Senior Executive Officer of the said company,
April 2010	Executive Officer of the said company in charge of the Technology/Management Planning Office (Technology/Research & Development) and Commercialization Promotion Office, General Manager of the Commercialization Promotion Office		Chief of Technology/Research & Planning, Intellectual Property, Industrial Technology & Research Laboratory, Environmental Health Science Laboratory and Advanced Materials Development Laboratory
April 2012	Managing Executive Officer of the said company in charge of Technology/Management Planning Office (Technology/Research & Development) and Commercialization Promotion Office, Intellectual Property Dept., Process Production Technology Center, Organic Synthesis Laboratory, Environmental Health Science Laboratory, Tsukuba Development Laboratory, Advanced Materials Search Laboratory and Organic EL Commercialization Office.	April 2018	Advisor to the Company
		June 2018	Representative Director, President & CEO of the Company (up to the present)

Reason for election:

Having engaged in technology, research and development, and commercialization promotion at Sumitomo Chemical Company, Limited, he has experience in supervising the technology/research and development sector at the said company. In 2018, he became the president of the Company and, since then, has been promoting the Medium-Term Business Plan to achieve the business structure that enables all of the three business sectors to drive company growth and has actively played a leading role to enhance the corporate value of the Company. In view of such experience and achievements, we decided to continuously elect him as a candidate for Director.

Candidate
number

2

HAMATANI Kazuhiro

Date of birth: March 7, 1959

Reapp
ointed



Number of shares of the
Company owned:
5,900 shares

Career summary, post, duties and significant concurrent post status

April 1981	Joined the Company.	November 2019	Director, Managing Executive Officer, Chief of Legal, Internal Audit and Physical Distribution and Procurement, General Manager of General Affairs and Personnel Office
June 2005	General Manager of Functional Chemicals Dept., Fine Chemicals Division		
October 2007	General Manager of Functional Chemicals Division	June 2020	Director, Managing Executive Officer, Chief of General Affairs and Personnel, Legal and Internal Audit and Physical Distribution and Procurement, General Manager of General Affairs and Personnel Office (up to the present)
June 2008	General Manager of General Affairs and Personnel Office		
June 2012	Associate Director, General Manager of General Affairs and Personnel Office		
June 2013	Executive Officer, General Manager of General Affairs and Personnel Office		
June 2015	Director, Executive Officer, Chief of Internal Audit and Physical Distribution and Procurement, General Manager of General Affairs and Personnel Office		President of Seika Techno Service Co., Ltd. (scheduled to retire from office as of June 25, 2021)
June 2017	Director, Managing Executive Officer, Chief of Internal Audit and Physical Distribution and Procurement, General Manager of General Affairs and Personnel Office		

Reason for election:

After engaging in the production, sale, and research of products, he had the experience of taking charge of the personnel sector. In 2015, he became Director and supervised general affairs/personnel affairs, legal affairs, internal audit, and physical distribution and procurement and has been striving to enhance corporate value primarily by developing human resources, promoting compliance, and strengthening corporate governance. In view of such experiences and achievements, we decided to continuously elect him as a candidate for Director.

Candidate
number

3



Number of shares of the
Company owned:
5,600 shares

MURAKOSHI Masaru

Date of birth: December 28, 1958

Reapp
ointed

Career summary, post, duties and significant concurrent post status

April 1982	Joined the Company.	June 2016	Director, Executive Officer,
January 2005	CEO of Sumisei Taiwan Technology Co., Ltd.		Chief of Information Systems, General Manager of the Corporate Planning and Accounting Office
June 2007	General Manager of Planning and Coordination Dept. of Functional Polymers Division	June 2018	Director, Managing Executive Officer, Chief of Gases Sector
October 2007	General Manager of Planning and Coordination Dept. of Functional Chemicals Division	February 2021	Director, Managing Executive Officer, Chief of Gases Sector, General Manager of the Gases Division (up to the present)
April 2008	General Manager of Accounting Dept.		
August 2012	General Manager of Corporate Planning and Accounting Office		
June 2015	Associate Director, General Manager of Corporate Planning and Accounting Office		

Reason for election:

He has experience in business management of the subsidiary in Taiwan and the business sector of the Company and also taking charge of the corporate planning and accounting sector of the Company. In 2016, he became Director and after supervising the information systems and corporate planning and accounting sectors, since 2018, he has been striving as the chief of the Gases Sector to enhance corporate value primarily through the production of high-quality products and sales activities appropriately focusing on customer needs. In view of such experiences and achievements, we decided to continuously elect him as a candidate for Director.

Candidate
number

4



Number of shares of the
Company owned:
2,700 shares

MIYAMOTO Tetsuya

Date of birth: February 25, 1957

Reapp
ointed

Career summary, post, duties and significant concurrent post status

April 1981	Joined Sumitomo Chemical Industry Company, Limited.	April 2015	Deputy General Manager of Functional Chemicals Division & General Manager of Product Innovation Office, Functional Chemicals Division of the Company
February 2007	General Manager of the Production and Planning Dept. of Osaka Works of the said company	June 2015	Associate Director, Deputy General Manager of Functional Chemicals Division & General Manager of Product Innovation Office, Functional Chemicals Division of the Company
November 2010	Plant Manager of the Okayama Plant, Osaka Works of the said company	June 2016	Executive Officer of the Company, General Manager of Functional Chemicals Division
October 2012	Plant Manager of the Gifu Plant, Osaka Works of the said company	June 2019	Director, Managing Executive Officer of the Company, Chief of Functional Chemicals Sector (up to the present)
October 2013	Deputy General Manager of Functional Chemicals Division & General Manager of the Fine Chemicals Dept. of Fine Chemicals Division of the Company		
March 2014	Deputy General Manager of Functional Chemicals Division, General Manager of Development Dept., Functional Chemicals Division & General Manager of Fine Chemicals Dept. of Fine Chemicals Division of the Company		

Reason for election:

Having engaged in the production of products and technology-related operations at Sumitomo Chemical Company, Limited, he served as plant manager at the said company and, after that, took charge of product development and sales at the Functional Chemicals Division of the Company. In 2019, he became Director of the Company and has been striving as the chief of the Functional Chemicals Sector to enhance corporate value primarily through the production of high-quality products and sales activities appropriately focusing on customer needs. In view of such experiences and achievements, we decided to continuously elect him as a candidate for Director.

Candidate number | 5



Number of shares of the Company owned:
3,100 shares

TOYA Takehiro

Date of birth: April 25, 1961

Reappointed

Career summary, post, duties and significant concurrent post status

May 1993	Joined the Company.	May 2015	General Manager of Sales Dept., Super Absorbent Polymers Division
April 2008	General Manager of the Super Absorbent Polymers Division	June 2015	Associate Director, General Manager of Super Absorbent Polymers Division and Sales Dept.
February 2010	Managing Director of Sumitomo Seika Asia Pacific Pte. Ltd.	June 2016	Executive Officer, General Manager of Super Absorbent Polymers Division
June 2010	Managing Director of Sumitomo Seika Singapore Pte. Ltd. & Sumitomo Seika Asia Pacific Pte. Ltd.	June 2020	Director, Managing Executive Officer, Chief of Super Absorbent Polymers Sector, General Manager of Super Absorbent Polymers Division
		March 2021	Director, Managing Executive Officer, Chief of Super Absorbent Polymers Sector (up to the present)

Reason for election:

After engaging in the manufacture and sales of super absorbent polymers at overseas subsidiaries of the Company, he took charge of product development and sales at the Super Absorbent Polymers Division of the Company. In 2020, he became Director of the Company and has been striving as the chief of the Super Absorbent Polymers Sector to enhance corporate value primarily through the production of high-quality products and sales activities appropriately focusing on customer needs. In view of such experiences and achievements, we decided to continuously elect him as a candidate for Director.

Candidate number | 6



Number of shares of the Company owned:
4,600 shares

MACHIDA Kenichiro

Date of birth: January 29, 1963

Reappointed

Career summary, post, duties and significant concurrent post status

April 1985	Joined Sumitomo Chemical Industry Company, Limited.	April 2016	Deputy General Manager of Ehime Works & General Manager of General Affairs Dept. of Oe Works of the said company
June 2009	General Manager of Internal Control Promotion Dept. of the said company	April 2017	General Manager of Corporate Planning and Accounting Office of the Company
April 2010	General Manager of Internal Control/Audit Dept. of the said company	June 2017	Associate Director, General Manager of Corporate Planning and Accounting Office of the Company
March 2012	General Manager of Technology/Management Planning Office (Related business) & General Manager of Technology/Management Planning Office (China strategy) of the said company	June 2018	Director, Executive Officer of the Company, Chief of Information Systems, General Manager of Corporate Planning and Accounting Office
October 2012	General Manager of Technology/Management Planning Office (Related business) & General Manager of the China Business Office of the said company	June 2020	Director, Executive Officer of the Company, Chief of Corporate Planning and Accounting, Information Systems, General Manager of Corporate Planning and Accounting Office
June 2014	General Manager of Secretarial Dept. of the said company	January 2021	Director, Executive Officer of the Company, Chief of Corporate Planning and Accounting, Information Systems and Business Reform Promotion, General Manager of Corporate Planning and Accounting Office (up to the present)
April 2015	General Manager of General Affairs/Legal Affairs Office (Secretarial Work) & General Manager of General Affairs/Legal Affairs Office (Public Relations) of the said company		

Reason for election:

He has a career of having engaged in a broad range of operations, such as internal control, management planning, general affairs, and accounting, at Sumitomo Chemical Company, Limited. Since he became Director of the Company in 2018, he served as the chief of information systems, corporate planning, and the accounting and business reform sectors and has been striving to enhance corporate value primarily through the improvement of productivity by internal IT infrastructure building, strengthening of information security, appropriate accounting, and the formulation of management plans. In view of such experiences and achievements, we decided to continuously elect him as a candidate for Director.

Candidate number | 7



Number of shares of the Company owned:
0 share

SHIGEMORI Takashi

Date of birth: October 3, 1958

Newly-
appoint-
ed

Career summary, post, duties and significant concurrent post status

April 1983	Joined Sumitomo Chemical Industry Company, Limited.	April 2018	Managing Executive Officer of the said company in charge of Planning Dept., Business Management Dept., and IT Innovation Dept.
July 2009	General Manager of the Rabigh Planning Operation Office & General Manager of Petrochemical Planning and Coordination Office of the said company	April 2019	Senior Executive Officer of the said company,
February 2010	Temporarily transferred to Rabigh Refining & Petrochemical Company		Chief of Planning, Business Management, IT Innovation, Accounting and Finance
April 2012	Executive Officer of the said company working for Rabigh Refining & Petrochemical Company	June 2019	Director, Senior Executive Officer of the said company
April 2016	Managing Executive Officer of the said company	April 2020	Director, Senior Executive Officer of the said company,
April 2017	Managing Executive Officer of the said company in charge of Planning Dept., Business Management Dept. and Petrochemical Planning and Coordination Office		Chief of Corporate Planning and IT Innovation (up to the present)
		June 2021	Senior Executive Officer of the said company,
			Chief of Corporate Planning and IT Innovation (scheduled)

Reason for election:

He engaged primarily in operations of administrative sectors, such as planning, and has approximately 20 years of overseas work experience in Singapore, Saudi Arabia, and other countries. After becoming Executive Officer of the said company in 2012, he became Managing Executive Officer, and since 2019, he has supervised management planning and IT promotion as Director and Senior Executive Officer and has been tackling the sophistication of the business portfolio, active utilization of IT/digital technologies, and other activities. As he has such abundant knowledge and experience and is expected to strengthen the supervision of the management of the Company, we decided to elect him as a candidate for Director.

Candidate number | 8



Number of shares of the Company owned:
0 share

Term of service: 8 years

KATSUKI Yasumi

Date of birth: November 29, 1947

Reappointed External independent

Career summary, post, duties and significant concurrent post status

October 1973	Joined Asahi & Co. (currently KPMG AZSA LLC) (the "audit corporation")	June 2011	External Auditor of West Japan Railway Company (up to the present)
September 1977	Registered as a certified public accountant		External Auditor of Sakata Inx Corporation
August 1995	Representative Partner of the said audit corporation	June 2013	External Director of the Company (up to the present)
May 2001	Representative Senior Executive Partner, Manager of the Osaka Office of the said audit corporation	March 2016	External Director of Sakata Inx Corporation (up to the present)
May 2006	Partner, Head Office of KPMG AZSA & Co. (currently KPMG AZSA LLC)		
June 2010	Resigned from the said audit corporation		
July 2010	Set up Katsuki Office (up to the present)		

Reason for election:

Based on many years of experience as a certified public accountant, he not only has expert knowledge and wide-ranging discernment in terms of finance, accounting, and audit operations but also served as an External Director and an External Auditor at other companies. Based on such abundant knowledge and experience, since he became External Director of the Company in 2013, he has been providing the Board of Directors with frank, active, and constructive opinions and proposals and is expected to strengthen the supervision of the management of the Company. We, therefore, decided to continuously elect him as a candidate for External Director. Although he has not been involved in company management in a way other than the function of external officer, for the reasons stated above, we consider that he will be able to appropriately fulfill his duties as External Director of the Company.

- Notes:
1. Sumitomo Chemical Industry Company, Limited changed its trade name to Sumitomo Chemical Company, Limited, in October 2004.
 2. No material conflict of interest exists between the above candidates and the Company.
 3. The Company appointed Mr. KATSUKI Yasumi as an independent officer provided for by the Tokyo Stock Exchange and submitted notification to the said stock exchange.
 4. Although Mr. KATSUKI Yasumi had been conducting audits of the Company until June 2009 as managing partner of KPMG AZSA & Co. (currently KPMG AZSA LLC) as the Accounting Auditor of the Company, he resigned from the said audit corporation in June 2010.
 5. There is a contract between Mr. KATSUKI Yasumi and the Company that stipulates that the maximum amount of liability for damages set out in Paragraph 1 of Article 423 of the Companies Act shall be limited to the total of the amounts set out in each item of Paragraph 1 of Article 425 of the said Act. When he has been elected Director, the Company intends to continue the above-mentioned contract for the limitation of liability with him.
 6. When Mr. SHIGEMORI Takashi has been elected Director, a contract for the limitation of liability that stipulates that the maximum amount of liability for damages set out in Paragraph 1 of Article 423 of the Companies Act shall be limited to the total of the amounts set out in each item of Paragraph 1 of Article 425 of the said Act is going to be concluded between Mr. SHIGEMORI Takashi and the Company.
 7. The Company shall conclude an officer liability contract insurance in which each Director is the insured and shall assume such liability for the execution of duties that is to be borne by the insured or shall compensate for the damage and litigation expenses that may be incurred by receiving the claim relating to the pursuit of the relevant liability. In addition, when this proposal has been resolved to approve as drafted, all the candidates for Director (excluding Director (Audit and Supervisory Committee Member)) shall be the insureds of said insurance contract, and the relevant insurance contract is going to be renewed during their terms of service.
 8. The term of service shall be the one as of the point of time of conclusion of the ordinary general meeting of shareholders at this time.

3rd Proposal:

Election of Four Directors (Audit and Supervisory Committee Members)

When the 1st Proposal, “Partial Revision to the Articles of Incorporation,” has been approved as drafted, the Company shall be changed to a company with an audit and supervisory committee. Under such circumstances, we would like to hereby propose the election of four Directors (Audit and Supervisory Committee Members).

In addition, regarding this proposal, we have already obtained the agreement of the Board of Auditors.

In this connection, the resolution of this proposal shall become effective on condition that the revisions to the Articles of Incorporation concerning the 1st Proposal, “Partial Revision to the Articles of Incorporation,” take effect.

Candidates for Director (Audit and Supervisory Committee Member) are as follows:

Candidate number	Name				Current post and duties in the Company	Board of Directors attendance (%)	Board of Auditors attendance (%)
1	MICHIBATA Mamoru	Newly-appointed			Full-time Auditor	13 times out of 13 times (100%)	15 times out of 15 times (100%)
2	KAWASAKI Masashi	Newly-appointed	External	Independent	External Director	13 times out of 13 times (100%)	—
3	MIURA Kunio	Newly-appointed	External	Independent	External Auditor	13 times out of 13 times (100%)	15 times out of 15 times (100%)
4	KISHIGAMI Keiko	Newly-appointed	External	Independent	External Auditor	10 times out of 10 times (100%)	10 times out of 10 times (100%)

Candidate number | 1



Number of shares of the
Company owned:
3,700 shares

MICHIBATA Mamoru

Date of birth: March 28, 1959

Newly-
appoint
ed

Career summary, post, duties and significant concurrent post status

April 1982 Joined the Company.
June 2008 General Manager of General Affairs
and Personnel Office (Legal)
June 2016 Full-time Auditor (up to the present)

Reason for election:

Having taken charge of general affairs and corporate legal affairs for many years, he not only has the experience of promoting compliance and corporate governance and abundant knowledge about the said fields but also is adept in the entire operations of the Company. Since becoming Auditor of the Company in 2016, he has been playing the role of improving the effectiveness of audits as Full-time Auditor coming from within the Company through the strengthening of the information collecting ability of the Board of Auditors and is expected to strengthen the audit and supervision of the management of the Company. We, therefore, decided to elect him as a candidate for Director (Audit and Supervisory Committee Member).

Candidate number | 2



Number of shares of the
Company owned:
0 share
Term of service as External
Director: 6 years

KAWASAKI Masashi

Date of birth: July 21, 1949

Newly-
appoint
ed

Extern
al

Indepe
ndent

Career summary, post, duties and significant concurrent post status

April 1978 Registered as an attorney.
Worked at Sugao Law Office
April 1982 Set up Kawasaki Law Office (up to the
present)
June 2010 External Auditor of Taoka Chemical
Company, Limited
June 2015 External Director of the said company
External Director of the Company (up to
the present)
June 2016 External Director of Taoka Chemical
Company, Limited (Audit and
Supervisory Committee Member)

Reason for election:

Based on many years of experience as an attorney, he has not only highly technical legal knowledge and wide-ranging discernment but also the experience of having served as External Director and External Auditor at other companies. On the basis of such abundant knowledge and experience, since becoming External Director of the Company in 2015, he has been providing the Board of Directors with frank, active, and constructive opinions and proposals and is expected to strengthen the audit and supervision of the management of the Company from a fair and neutral standpoint. We, therefore, decided to elect him as a candidate for External Director (Audit and Supervisory Committee Member). Although he has not been involved in company management in a way other than the function of external officer, for the reasons stated above, we consider that he will be able to appropriately fulfill his duties as External Director of the Company.

Candidate
number

3



Number of shares of the
Company owned:
0 share

Term of service as External
Auditor: 11 years

MIURA Kunio

Date of birth: February 13, 1953

Newly-
appoint
ed

Extern
al

Indepe
ndent

Career summary, post, duties and significant concurrent post status

April 1979	Appointed as a judge	June 2003	External Auditor of Yamaha Corporation
March 1988	Retired as judge	June 2008	External Auditor of Asahi Intelligence Service Co., Ltd. (up to the present)
April 1988	Registered as an attorney		
	Worked at Seiki Hisayoshi Law Office	June 2010	External Auditor of the Company (up to the present)
April 1997	Set up Kawamoto/Miura Law Office (up to the present)	June 2020	External Director of Kobe Steel, Ltd. (Audit and Supervisory Committee Member) (up to the present)

Reason for election:

Based on many years of experience as a judge and an attorney, he not only has highly technical legal knowledge and wide-ranging discernment but also served as External Director and External Auditor at other companies. On the basis of such abundant knowledge and experience, since becoming External Auditor of the Company in 2010, he has been providing the Board of Directors with frank, active, and constructive opinions and proposals and is expected to strengthen the audit and supervision of the management of the Company from a fair and neutral standpoint. We, therefore, decided to elect him as a candidate for External Director (Audit and Supervisory Committee Member). Although he has not been involved in company management in a way other than the function of external officer, for the reasons stated above, we consider that he will be able to appropriately fulfill his duties as External Director of the Company.

Candidate
number

4



Number of shares of the
Company owned:
0 share

Term of service as External
Auditor: 1 year

KISHIAGAMI Keiko

Date of birth: January 28, 1957

Newly-
appoint
ed

Extern
al

Indepe
ndent

Career summary, post, duties and significant concurrent post status

October 1985	Joined Peat Marwick Minato (currently Ernst & Young ShinNihon LLC).	June 2019	Resigned from Ernst & Young ShinNihon LLC
August 1989	Registered as a certified public accountant.		External Auditor of Okamura Corporation (up to the present)
December 1997	Partner of Century Audit Corporation (currently Ernst & Young ShinNihon LLC)	June 2020	External Director (Audit Committee Member) of Sony Corporation (current Sony Group Corporation) (up to the present)
May 2004	Representative Partner (Senior Partner) of Ernst & Young ShinNihon (currently Ernst & Young ShinNihon LLC)		External Auditor of the Company (up to the present)
September 2018	Board Member of Public Interest Incorporated Foundation for World Wide Fund for Nature (WWF) Japan (up to the present)		

Reason for election:

Based on many years of experience as a certified public accountant, she not only has expert knowledge and wide-ranging discernment in terms of finance, accounting, and audit operations but also served as an External Director and an External Auditor at other companies. Based on such abundant knowledge and experience, since she became External Auditor of the Company in 2020, she has been providing the Board of Directors with frank, active, and constructive opinions and proposals and is expected to strengthen the audit and supervision of the management of the Company from a fair and neutral standpoint. We, therefore, have decided to elect her as a candidate for External Director (Audit and Supervisory Committee Member). Although she has not been involved in company management in a way other than the function of external officer, for the reasons stated above, we consider that she will be able to appropriately fulfill her duties as External Director of the Company.

- Notes: 1. No material conflict of interest exists between the above candidates and the Company.
2. The Company appointed Mr. KAWASAKI Masashi, Mr. MIURA Kunio, and Ms. KISHIAGAMI Keiko as independent officers provided for by the Tokyo Stock Exchange and submitted the notification to the said stock exchange.
3. There are contracts between each of Mr. KAWASAKI Masashi, Mr. MIURA Kunio, Ms. KISHIAGAMI Keiko and the Company that stipulate that the maximum amount of liability for damages set out in Paragraph 1 of Article 423 of the Companies Act shall be limited to the total of the amounts set out in each item of Paragraph 1 of the said Act. When the 1st proposal has been approved and each of Mr. KAWASAKI Masashi, Mr. MIURA Kunio, and Ms. KISHIAGAMI Keiko has been elected as Director (Audit and Supervisory Committee Member), the Company intends to continue the above-mentioned contracts for the limitation of liability with between each of Mr. KAWASAKI Masashi, Mr. MIURA Kunio, Ms. KISHIAGAMI Keiko and the Company.
4. The Company shall conclude an officer liability contract insurance in which each of the Directors and Auditors is the insured and shall assume such liability for the execution of duties that is to be borne by the insured or shall compensate for the damage and litigation expenses that may be incurred by receiving the claim related to the pursuit of the relevant liability. In addition, when the 1st proposal and this proposal have been approved as drafted, all the candidates for Director (Audit and Supervisory Committee Member) shall be the insureds of the insurance contract, and the relevant insurance contract is going to be renewed during their terms of service.
5. The term of service shall be the one as of the point of time of conclusion of the ordinary general meeting of shareholders at this time.

<For your information>

To achieve the enhancement of corporate value, the Company intends to compose the Board of Directors with fully knowledgeable and experienced members in terms of the fields that are considered significant in the business management of the Company, that is, corporate management, technology/research and development, legal affairs/risk management, finance/accounting, sales and marketing/business, and sustainability/ESG. In addition, among others, with regard to the Audit and Supervisory Committee, the Company considers it essential that the Audit and Supervisory Committee should consist of such members who have appropriate knowledge of finance and accounting.

When the 2nd and 3rd Proposals have been approved as drafted, the composition of the Board of Directors shall be as follows:

Name	Attribute	Corporate management	Technology/research & development	Legal affairs/risk management	Finance/accounting	Sales & marketing/business	Sustainability/ESG
OGAWA Ikuzo		●	●				
HAMATANI Kazuhiro		●				●	
MURAKOSHI Masaru		●			●	●	
MIYAMOTO Tetsuya			●			●	
TOYA Takehiro		●				●	
MACHIDA Kenichiro					●		
SHIGEMORI Takashi	Non-executive	●			●		
KATSUKI Yasumi	External				●		
MICHIBATA Mamoru (Audit and Supervisory Committee Member)				●			
KAWASAKI Masashi (Audit and Supervisory Committee Member)	External			●			
MIURA Kunio (Audit and Supervisory Committee Member)	External			●			
KISHIGAMI Keiko (Audit and Supervisory Committee Member)	External				●		●

4th Proposal:

Setting of the Amounts of Remuneration for Directors (Excluding Directors (Audit and Supervisory Committee Members))

When the 1st Proposal, “Partial Revision to the Articles of Incorporation,” has been approved as drafted, the Company shall be changed to a company with an audit and supervisory committee.

It was resolved and approved at the 94th ordinary general meeting of shareholders, which was held on June 28, 2007, that the annual amount of remuneration for Directors of the Company should be not more than 360 million yen, and it was also resolved and approved at the 102nd ordinary general meeting of shareholders, which was held on June 25, 2015, that the annual amount of remuneration for External Directors of the Company should be not more than 20 million yen, which is part of the said 360 million yen, and the two amounts referred to above still hold today. However, as a result of a proposed change to a company with an audit and supervisory committee, we would like to propose that the annual amount of remuneration for Directors (excluding Directors (Audit and Supervisory Committee Members)) should continue to be the same as at present, that is, not more than 360 million yen (of which not more than 20 million yen should be the annual amount payable to the External Directors of the Company). We consider that such remuneration in terms of this proposal is appropriate in light of various factors, such as the duties and number of Directors (excluding Directors (Audit and Supervisory Committee Members)) and the economic situation.

When the 1st Proposal, “Partial Revision to the Articles of Incorporation,” and the 2nd Proposal, “Election of eight Directors (excluding Directors (Audit and Supervisory Committee Members)),” have been approved as drafted, the number of Directors of the Company (excluding Directors (Audit and Supervisory Committee Members)) of the Company shall be eight (one of which is an External Director).

In addition, the resolution of this proposal shall become effective on the condition that the revisions to the Article of Incorporation concerning the 1st Proposal, “Partial Revision to the Articles of Incorporation,” take effect.

5th Proposal:

Setting of the Amounts of Remuneration for Directors (Audit and Supervisory Committee Members)

When the 1st Proposal, “Partial Revision to the Articles of Incorporation,” has been approved as drafted, the Company shall be changed to a company with an audit and supervisory committee.

Under such circumstances, we would like to propose that the annual amount of remuneration for Directors (Audit and Supervisory Committee Members) should be not more than 60 million yen. We consider that such remuneration in terms of this proposal is appropriate in light of various factors, such as the duties and number of Directors (Audit and Supervisory Committee Members) and the economic situation.

When the 1st Proposal, “Partial Revision to the Articles of Incorporation,” and the 3rd Proposal, “Election of four Directors (Audit and Supervisory Committee Members),” have been approved as drafted, the number of Directors (Audit and Supervisory Committee Members) of the Company shall be four.

In addition, the resolution of this proposal shall become effective on the condition that the revisions to the Article of Incorporation concerning the 1st Proposal, “Partial Revision to the Articles of Incorporation,” take effect.